

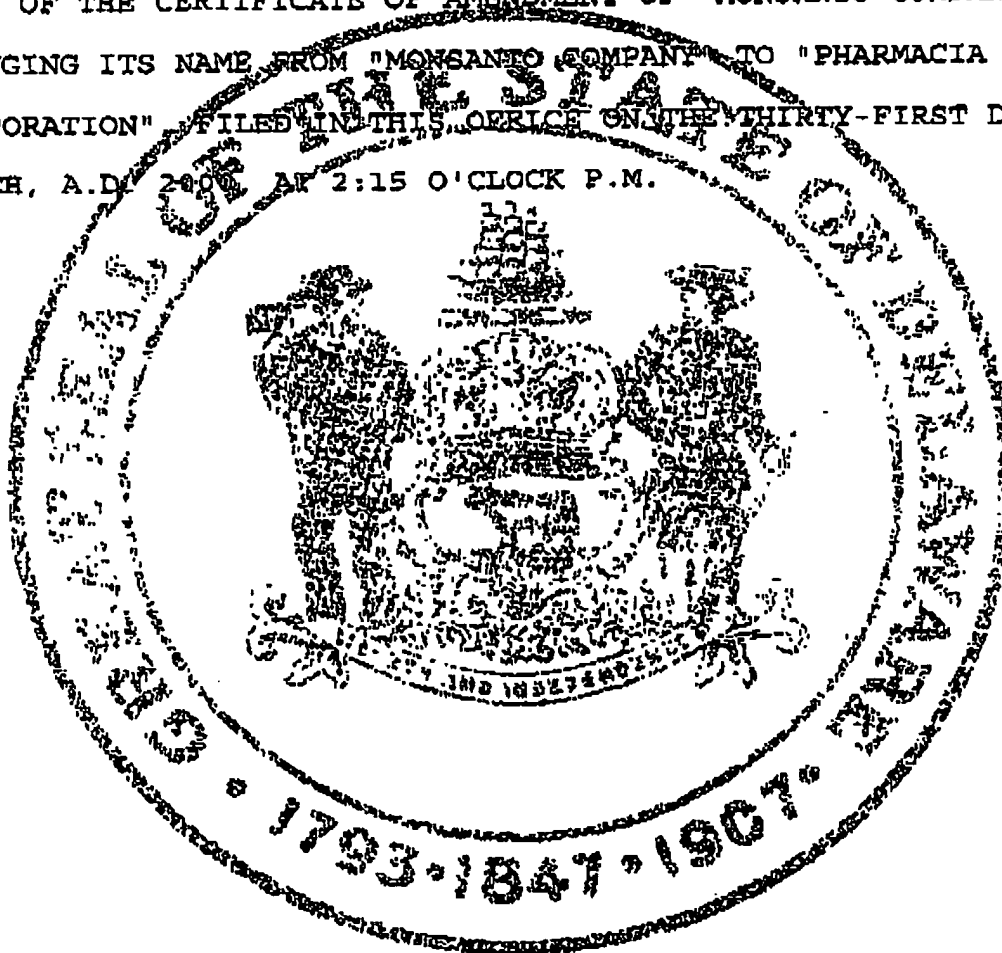
Pharmacia Corp.
Division of Hoechst

State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MONSANTO COMPANY", CHANGING ITS NAME FROM "MONSANTO COMPANY" TO "PHARMACIA CORPORATION" FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF MARCH, A.D. 2000 AT 2:15 O'CLOCK P.M.



Edward J. Freel, Secretary of State

0341113 8100

AUTHENTICATION:

0354826

001166302

DATE:

03-31-00

FROM RICHARDS, LAYTON & FINGER #7

(FRI) 3/31/00 14:18/ST. 14:17/NO. 4862637689 P 3

**CERTIFICATE OF AMENDMENT
OF
MONSANTO COMPANY.
RESTATED CERTIFICATE OF INCORPORATION**

Monsanto Company (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify that:

- I. The amendments set forth below to the Corporation's Restated Certificate of Incorporation previously filed in the Office of the Secretary of State of Delaware on October 29, 1997, have been duly adopted by the Board of Directors of the Corporation, and the Board has declared said amendments to be advisable and called a meeting of the stockholders of the Corporation for consideration thereof.
- II. Thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendments.

III.

1. Article I thereof is amended and restated to read as follows:

ARTICLE I: NAME

The name of the Corporation shall be Pharmacia Corporation.

2. The first sentence of Article IV thereof is amended to read as follows:

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 3,010,000,000 shares, to be divided into two classes consisting of (a) ten million (10,000,000) shares of preferred stock, par value \$0.01 per share (hereinafter designated "Preferred Stock"), and (b) three billion (3,000,000,000) shares of common stock of a par value of \$2 per share (hereinafter designated "Common Stock").

3. The last sentence of the first paragraph of Article IV, Section I thereof is deleted.

4. Article IV, Section I(b) is amended and restated to read as follows:

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:15 PM 03/31/2000
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(b) Whether the shares of such series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;

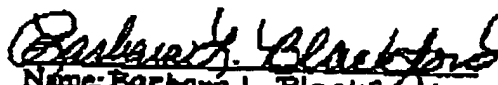
- IV. These amendments were duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
- V. These amendments shall become effective as of 4:00 p.m. on March 31, 2000.

FROM RICHARDS, LAYTON & FINGER #7

(FRI) 3. 31' 00 14:19/ST. 14:17/NO. 4862637689 P 2

IN WITNESS WHEREOF, Monsanto Company has caused this certificate to be signed
by ~~Barbara L. Blackford~~, its authorized officer, this 31st day of March, 2000.

MONSANTO COMPANY


Name: Barbara L. Blackford
Title: Assistant Secretary